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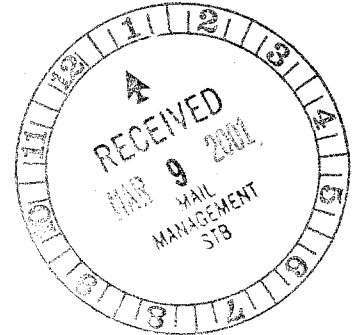
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March 9, 2001

HAND DELIVERY

Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: STB Ex Parte No. 582 (Sub-No. 1) Oral Argument

Dear Mr. Williams:

Pursuant to the Board's decision served February 23, 2001, in this proceeding, Union Pacific Corporation and Union Pacific Railroad Company (collectively "UP") intend to participate in the oral argument scheduled for April 5, 2001. UP requests ten minutes to address the following topics, as well as to respond to the Board's questions:

- a. Requests for retroactive application of the proposed rules
- b. UP's specific proposals to address downstream effects, gateway preservation, and other concerns
- c. Tests of merger benefit claims
- d. Policies regarding use of rail freight capacity for passenger service
- e. The need for flexibility in implementing mergers

The undersigned will speak on behalf of Union Pacific.

ENTERED
Office of the Secretary

MAR - 9 2001

Part of
Public Record

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Hemmer".

J. Michael Hemmer
Counsel for Union Pacific Corporation
and Union Pacific Railroad Company

cc: All parties of record